

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**WW WAREHOUSE, INC., f/k/a  
WOODWORKERS WAREHOUSE, INC.,**

**Debtor.**

**Chapter 11**

**Case No. 03-13655 (JBR)**

**BANK OF AMERICA, N.A., as  
Agent for Foothill Capital Corporation,  
Bank of America, N.A., and Transamerica  
Capital Corporation,**

**Appellant,**

**v.**

**THE BUCKLEY GROUP, as Liquidation  
Manager for WW Warehouse, Inc.,**

**Appellee.**

**STIPULATION FOR SETTLEMENT AND VOLUNTARY DISMISSAL OF APPEAL**

Bank of America, N.A., as agent (the “Agent”) for Foothill Capital Corporation, Bank of America, N.A., and Transamerica Capital Corporation (collectively, the “Lenders”), and The Buckley Group, the Liquidation Manager (the “Liquidation Manager”) appointed in the bankruptcy case of WW Warehouse, Inc., f/k/a/ Woodworkers Warehouse, Inc. (the “Debtor”) pursuant to the Second Amended Joint Plan of Liquidation, as amended and confirmed on July 30, 2004 (the “Plan”), by their respective undersigned counsel, pursuant to Rule 8001(c)(2) of the Federal Rules of Bankruptcy Procedure, hereby stipulate and agree as follows:

1. On February 7, 2005, the Lenders filed a Notice of Appeal, from the Bankruptcy Court's Order on Bank of America's Motion for Reimbursement of Lenders' Fees and Expenses to Secured Creditor Pursuant to 11 U.S.C. § 506(b), entered on November 15, 2004 [Bankruptcy Docket No. 678], the Bankruptcy Court's Amended Order on Bank of America's Motion for Reimbursement of Lenders' Fees and Expenses to Secured Creditor Pursuant to 11 U.S.C. § 506(b), entered on November 22, 2004 [Bankruptcy Docket No. 685], and the Bankruptcy Court's Order on Bank of America's Motion for Relief and/or Reconsideration of the Court's November 12, 2004 and November 19, 2004 Order Pursuant to Federal Rules of Bankruptcy Procedure 9023 and 9024, entered on January 26, 2005 [Bankruptcy Docket No. 745] (collectively, the "Appeals").

2. On April 18, 2004, in accordance with this Court's mediation procedures, the Lenders and the Liquidation Manager, through their respective counsel, engaged in a mediation to attempt to resolve their controversy. Through this mediation, the parties agreed to settle the controversy which is the subject of the Appeals, in accordance with the terms set forth in this Stipulation.

3. Accordingly, the Lenders and the Liquidation Manager agree as follows:

a. The Liquidation Manager shall pay the Lenders, by a check payable to "Bank of America, N.A., Agent", in the amount of \$50,000, delivered to the Lenders' counsel, within seven (7) days following the filing of this Stipulation, in full satisfaction of the Lenders' claims against the Debtor's bankruptcy estate for attorneys' fees and expenses, and of any claim by the Liquidation Manager and/or the Debtor's bankruptcy estate against the Lenders seeking return of any such fees.

b. The Lenders hereby agree, individually and collectively, that their claims for attorneys' fees and expenses incurred or to be incurred in and in connection with the Debtor's bankruptcy case shall be deemed paid in full, and the Lenders shall have no further right to request or receive any further payments on account of any claims for attorneys' fees and expenses in connection with the Debtor's bankruptcy case.

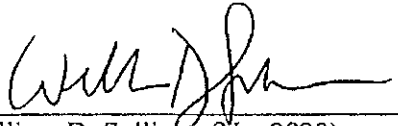
c. Upon payment to the Lenders in accordance with Paragraph 3.a hereof, the funds previously turned over by the Lenders to the Liquidation Manager pursuant to the Bankruptcy Court's Amended Order on Bank of America's Motion for Reimbursement of Lenders' Fees and Expenses to Secured Creditor Pursuant to 11 U.S.C. § 506(b), shall be free of any restrictions, and may be disbursed by the Liquidation Manager in accordance with the terms and conditions of the Plan.

d. No costs on the Appeals shall be awarded in favor of any party against any other, and each party shall bear their respective share of the costs of the mediation, without any right of reimbursement from the other.

e. Accordingly, the parties hereby jointly request the Clerk of the Court to

enter an Order dismissing the Appeals, with prejudice.

BUCHANAN INGERSOLL, P.C.

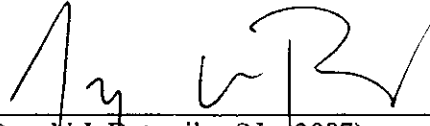


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the Liquidation Manager

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FOR THE DISTRICT OF DELAWARE

In re:

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Chapter 11

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WOODWORKERS WAREHOUSE, INC.,

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Case No. 03-13655 (JBR)

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Debtor.

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BANK OF AMERICA, N.A., as  
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Bank of America, N.A., and Transamerica  
Capital Corporation,

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Appellant,

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Case No. 05-148 (JJF)

v.

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THE BUCKLEY GROUP, as Liquidation  
Manager for WW Warehouse, Inc.,

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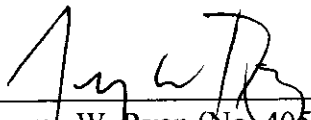
Appellee.

\* \* \* \* \*

**CERTIFICATE OF SERVICE**

I, Jeremy W. Ryan, Esquire hereby certify that on May 24, 2005, I caused true and correct copies of the **Stipulation for Settlement and Voluntary Dismissal of Appeal** to be served *via* first-class mail upon the parties set forth on the attached service list.

Dated: May 24, 2005

  
\_\_\_\_\_  
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